

**IN THE UNITED STATES BANKRUPTCY COURT
FOR THE EASTERN DISTRICT OF VIRGINIA
RICHMOND DIVISION**

In re:

**HEALTH DIAGNOSTIC
LABORATORY,**

Chapter 11

Case No. 15-32919 (KRH)

(Jointly Administered)

**ORDER APPROVING ESTABLISHMENT OF HDL
LIQUIDATING TRUST'S LECLAIRRAYN QUALIFIED SETTLEMENT FUND**

Upon the motion (the "Motion")² of Richard Arrowsmith, in his capacity as Liquidating Trustee (the "Liquidating Trustee") of the HDL Liquidating Trust, for entry of an order pursuant to sections 105(a) and 363 of title 11 of the Bankruptcy Code for an order (i) approving the establishment of the HDL Liquidating Trust's LeClairRyan Qualified Settlement Fund (the "Trust"), created through the trust agreement (the "Trust Agreement"), and retaining this Court's continuing jurisdiction and supervision over the Trust; and (ii) determining that the Trust is a

¹ The Debtors, along with the last four digits of each Debtor's federal tax identification number, are: Health Diagnostic Laboratory, Inc. (0119), Central Medical Laboratory, LLC (2728), and Integrated Health Leaders, LLC (2434).

Cullen D. Speckhart (VSB No. 79096)
WOLCOTT RIVERS GATES
919 E. Main Street, Richmond, VA 23219
200 Bendix Road, Ste. 300 Virginia Beach, VA
23452
Telephone: (757) 497-6633
Direct: (757) 470-5566
Email: cspeckhart@wolriv.com

*Counsel to Richard Arrowsmith, Liquidating Trustee
of the HDL Liquidating Trust*

Richard S. Kanowitz (admitted *pro hac vice*)
Evan M. Lazerowitz (admitted *pro hac vice*)
COOLEY LLP
1114 Avenue of the Americas
New York, New York 10036
Telephone: (212) 479-6000
Facsimile: (212) 479-6275
Email: rkanowitz@cooley.com
Email: elazerowitz@cooley.com

*Counsel to Richard Arrowsmith, Liquidating Trustee,
and the Liquidating Trust Oversight Committee.*

² Capitalized terms not defined herein shall have the meanings ascribed to them in the Motion.

Qualified settlement fund (“QSF”) within the meaning of section 468B of the Internal Revenue Code of 1986, as amended (“IRC”) and Treasury Regulations sections 1.468B-1, *et seq.* (the “Treasury Regulations”); the Court having found that (a) it has jurisdiction to consider the Motion and the relief requested therein pursuant to 28 U.S.C. § 127 and 1334(b); the relief requested in the Motion is in the best interest of the of the Debtors, its estates and creditors; (d) proper and adequate notice of the Motion and the hearing thereon has been give and no other or further notice is necessary; and (e) upon the record herein, and after due deliberation thereon, good and sufficient cause exists for the granting of the relief as set forth herein, IT IS HEREBY

ORDERED THAT the relief requested in the Motion in hereby GRANTED; and it is further

ORDERED THAT the establishment of the Trust is approved in accordance with the terms of the Trust Agreement, and the Court retains continuing jurisdiction and supervision thereof in accordance with the terms of the Trust Agreement; and it is further

ORDERED THAT the Trust is a “qualified settlement fund” within the meaning of section 468B of the IRC and the Treasury Regulations, and shall be operated in a manner consistent with Treasury Regulations section 1.468B-1, *et seq.*; and it is further

ORDERED THAT notwithstanding any Federal Rule of Bankruptcy Procedure or Local Bankruptcy Rule of the Eastern District of Virginia that might otherwise delay the effectiveness of this Order, the terms and conditions of this Order shall be immediately effective and enforceable upon its entry; and it is further

ORDERED THAT the requirement under Local Bankruptcy Rule 9013-1(G) to file a memorandum of law in connection with the Motion is hereby waived; and it is further

ORDERED THAT this Court shall retain exclusive jurisdiction over any and all matters arising from or related to the implementation or interpretation of this Order; and it is further

ORDERED THAT the Liquidating Trustee is authorized and empowered to take all actions necessary to implement the relief granted in this Order.

Dated: September , 2016
Richmond, Virginia

Dated: Oct 18 2016

/s/ Kevin R. Huennekens
KEVIN R. HUENNEKENS
UNITED STATE BANKRUPTCY JUDGE

Entered on Docket: Oct 18 2016

WE ASK FOR THIS:

/s/ Cullen D. Speckhart
Cullen D. Speckhart (VSB No. 79096)
WOLCOTT RIVERS GATES
919 E. Main Street, Richmond, VA 23219 200
Bendix Road, Ste. 300 Virginia Beach, VA
23452
Telephone: (757) 497-6633
Direct: (757) 470-5566
Email: cspeckhart@wolriv.com

*Counsel to Richard Arrowsmith, Liquidating
Trustee of the HDL Liquidating Trust*

and

Richard S. Kanowitz (admitted *pro hac vice*)
Evan M. Lazerowitz (admitted *pro hac vice*)
COOLEY LLP
1114 Avenue of the Americas
New York, New York 10036
Telephone: (212) 479-6000
Facsimile: (212) 479-6275
Email: rkowitz@cooley.com
Email: elazerowitz@cooley.com

*Counsel to Richard Arrowsmith, Liquidating Trustee, and the Liquidating Trust Oversight
Committee.*

**CERTIFICATION OF ENDORSEMENT UNDER
LOCAL BANKRUPTCY RULE 9022-1(C)**

I hereby certify that the foregoing proposed order has been endorsed by or served upon all necessary parties.

/s/ Cullen D. Speckhart
Cullen D. Speckhart